

COPY

Vorys, Sater, Seymour and Pease

52 East Gay Street
Post Office Box 1008
Columbus, Ohio 43216-1008

ERB
SF

US EPA RECORDS CENTER REGION 5



453772

(614) 464-6311

May 2, 1996

CERTIFIED MAIL, RETURN RECEIPT

Mr. Frank L. Rich
Executive Vice President - Administration
Easco Corporation
P. O. Box 60
706 S. State Street
Girard, Ohio 44420

David L. Kauffman, Esq.
Easco Corporation
P. O. Box 60
706 S. State Street
Girard, Ohio 44420

Re: Former Borden Metal Products Co. Facility, Carlisle, Ohio

Dear Messrs. Rich and Kauffman:

By a letter dated January 30, 1996, this firm wrote each of you via Certified Mail regarding our retention by Harsco Corporation ("Harsco") to represent it with respect to matters related to environmental contamination discovered at its IKG Division facility located in Carlisle, Ohio ("site"). A copy of our January 30th letter is enclosed for your convenience. We wrote your company to provide notice that it may be liable to Harsco for the costs of removing the contamination and to request a meeting to discuss the issue in an amicable fashion without resort to litigation.

We are disappointed that we received no response from your company because we believe that, pursuant to the terms of the April 11, 1986 Sale of Assets Agreement, Easco assumed all liabilities for which it had knowledge at the time of the sale. As stated in our January 30th letter, Easco's plant manager had knowledge of, and in fact ordered, the on-site disposal of more than 290 drums contaminated with hazardous substances. In light of this information, as well as that more specifically outlined in our January 30th letter, we again request that Easco

Easco Corporation

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reimburse Harsco for its removal expenses to date. If Easco will not voluntarily assume its reimbursement obligations for this removal action, Harsco will file suit in federal court asserting claims under CERCLA's private action cost-recovery provisions, 42 U.S.C. §§ 9607 and 9613, the Sale of Assets Agreement, and other federal law and applicable state law theories.

This notification is being sent based upon the information we have now discovered regarding the contamination at the site and Easco's historical activities that gave rise to them. This letter requests your cooperation in funding the past and future removal and response actions. We are still prepared to meet with you to discuss possible solutions and exchange additional information should you wish.

We hope that you will consider seeking an amicable resolution for the conditions at the site which was formerly operated by Easco. If you wish to discuss this matter, please contact my colleague, Kristin Watt, at (614) 464-8398. If we do not hear from you within 30 days, we will file the complaint we are in the process of preparing.

Sincerely yours,



Joseph D. Lonardo

KLW/

Enclosure

cc: CT Corporation System
Janet Reno, U.S. Attorney General
Betty D. Montgomery, Ohio Attorney General
Carol Browner, Administrator, U.S. EPA
Valdas V. Adamkus, Region V Administrator, U.S. EPA

(614) 464-8398

January 30, 1996

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Re: Former Borden Metal Products Co. Facility, Carlisle, Ohio

Dear Messrs. Rich and Kauffman:

Harsco Corporation ("Harsco") has retained our firm to represent it with respect to matters related to environmental contamination discovered at its IKG Division facility located in Carlisle, Ohio ("site"). Harsco has used the site to operate a metal grating manufacturing operation. We write your company to provide notice that it may be liable to Harsco for the costs of removing this contamination.

Pursuant to the terms of a Sale of Assets Agreement dated April 11, 1986 (the "Agreement"), Easco Corporation (and its subsidiaries Borden Metal Products Co., Inc., Borden Metal Products Co. of Delaware Inc., Compugrate Inc. and Greulich Inc., collectively "Easco") sold the site to Harsco as part of the sale of certain assets used in Easco's metal grating manufacturing business. Under the terms of the Agreement, Easco made certain representations concerning the condition of the site, including Easco's compliance with federal, State and local

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statutes, laws, ordinances, regulations, rules and permits relating to environmental protection, including the disposal of hazardous and solid wastes. All representations were allegedly based on "diligent inquiry" by Easco of its directors, officers or salaried employees with supervisory responsibilities.

Harsco has recently learned that Easco's representations were knowingly false. While preparing the property for sale to a third party, Harsco discovered a pit containing over 290 drums of paint containing "hazardous substances," as defined by the Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA"), which had been improperly and illegally disposed of on-site. Upon investigation, Harsco learned from Easco's former plant manager that the drums and paint were buried on the property in 1974 at his direction. This supervisory employee's knowledge of this latent defect was not conveyed to Harsco. Moreover, Harsco could not and did not discover this condition through its reasonable inspection of the property at the time of sale. To date, Harsco has spent in excess of \$200,000 to remove and properly dispose of the paint drums. Moreover, costs continue to accrue with respect to other paint wastes that were also improperly released onto the property during Easco's ownership.

By this letter, Harsco advises you of the conditions of the site and its removal of these hazardous substances, and requests that Easco provide full indemnification for Harsco's removal expenses to date, as well as for any future expenses to investigate and cleanup the site as necessary. Harsco requests your cooperation and in an effort to avoid litigation, we are prepared to meet with you to discuss possible solutions and exchange additional information. We request that you acknowledge receipt of this notice within thirty days and advise us as to your willingness to commence discussions with us. We look forward to your reply.

Sincerely yours,

Kristin L. Watt

KLW/

cc: Russel S. Swanger, Jr.
Harsco Corporation Senior Staff Attorney